THEISEN HENRY J

Form 4

January 04, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

BEMIS CO INC [BMS]

3. Date of Earliest Transaction

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Last)

(Print or Type Responses)

THEISEN HENRY J

1. Name and Address of Reporting Person *

(First)

(Middle)

(Lust)	J. Date of Lamest Transaction										
ONE NEEN FLOOR, P.	(Month/Day/Year) 01/03/2011					_X_ Director 10% Owner Other (specify below) President & CEO					
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEENAH,							Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/03/2011			M	48,000 (1)	A	(2)	117,759	D		
Common Stock	01/03/2011			F	17,585	D	\$ 32.61	100,174	D		
Common Stock								20,394	I	By GRAT	
Common Stock								20,394	I	By Spouse's GRAT	
Common Stock								13,914	I	401(k) Plan	

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Common Stock	5,261	I	By Trust for Child
Common Stock	3,067	I	By Trust for Child

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if		5. Number on Derivative	;	6. Date Exercisab Expiration Date	7. Title and Underlying	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4, and 5)		·)	(Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(2)</u>	01/03/2011		M		48,000	12/31/2010(1)	12/31/2010	Commor Stock
Performance Unit	<u>(2)</u>	01/03/2011		A	45,701		12/31/2013(3)	12/31/2013	Commor Stock
Restricted Stock Unit	<u>(2)</u>	01/03/2011		A	45,701		12/31/2015(4)	12/31/2015	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
THEISEN HENRY J							
ONE NEENAH CENTER, 4TH FLOOR	X		President & CEO				
P.O. BOX 669	Λ	Flesidelli & CEO					
NEENAH, WI 54957							

Signatures

Sheri H. Edison Power of 01/04/2011 Attorney

Date **Signature of Reporting Person

2 Reporting Owners

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Settlement under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3. Settlement of units was made on January 3, 2011 with 17,585 shares withheld for taxes, resulting in the delivery of 30,415 shares to Reporting Person.
- (2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.
- (3) Grant of Performance Based Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common Stock if certain performance targets are achieved for the performance period ending December 31, 2013.
- (4) Grant of Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common Stock upon vesting on December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.